

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
ORM LIMITED OFFERING EXEMPTI

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OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average	burden



	· UNIFORM	LIMITED OF	FERING EAL	ENTITION [<u> </u>
Name of Offering (check if this is an an	nendment and name ha	as changed, and indica	ate change.)		
New Pacific Metals Corp. / Offering of U	nits ⁽¹⁾				·
Filing Under (Check box(es) that apply): Type of Filing: New Filing	□ Rule 504 □ Amendment	□ Rule 505	Rule 506	□ Section 4(6)	ULOE
	A. B	- BASIC IDENTIFICA	TION DATA		·
1. Enter the information requested about th					
Name of Issuer (☐ check if this is an	n amendment and nam	ie has changed, and in	dicate change.)		
New Pacific Metals Corp.					
Address of Executive Offices	(V)	lumber and Street, Cit	ty, State, Zip Code)	Telephone Number (Incl	uding Area Code)
1378-200 Granville Street, Vancouver,	British Columbia, Co	anada V6C 1S4		604-633-1368	
Address of Principal Business Operations (if different from Executive Offices)	(N	lumber and Street, Cit	ty, State, Zip Code)	Telephone Number (Incl	uding Area Code)
Brief Description of Business					1
Acquisition and exploration of mineral	properties.				PROCESSED APR 1 3 2007 THOMSON FINANCIAL
Type of Business Organization					- JOSED
	☐ limited partnersh	• •	Other (pleas	e specify)	APR 1 2 2000
☐ business trust	☐ limited partnersh	rip, to be formed			"." · 3 2007
· · · · · · · · · · · · · · · · · · ·		 			THOMOS.
Actual or Estimated Date of Incorporation of . Jurisdiction of Incorporation or Organization	n (Enter two-letter U.S	4 7 2		Estimated	FINANCIAL
GENERAL INSTRUCTIONS					
Federal: Who Must File: All issuers making an offering of securitie	s in reliance on an exemption	under Regulation D or Section	on 4(6), 17 CFR 230.501 et	seq. or 15 U.S.C. 77d(6).	
When To File: A notice must be filed no later than 15 days the SEC at the address given below or, if received at that at	s after the first sale of securiti ddress after the date on which	ies in the offering. A notice if it is due, on the date it was π	is deemed filed with the U.S nailed by United States regis	 Securities and Exchange Commiss tered or certified mail to that address 	sion (SEC) on the earlier of the date it is received by i.
Where to File: U.S. Securities and Exchange Commission,	450 Fifth Street, N.W., Wash	ington, D.C. 20549.			
Copies Required: Five (5) copies of this notice must be file	d with the SEC, one of which	must be manually signed. A	iny copies not manually sign	ned must be photocopies of the manu	ally signed copy or bear typed or printed signatures
Information Required: A new filing must contain all information previously supplied in Parts A and B. Part			e of the issuer and offering,	any changes thereto, the information	requested in Part C, and any material changes from
Filing Fee: There is no federal filing fee.					
State: This notice shall be used to indicate reliance on the Unifor separate notice with the Securities Administrator in each accompany this form. This notice shall be filed in the appr	state where sales are to be, o	or have been made. If a state	e requires the payment of a	fee as a precondition to the claim	for the exemption, a fee in the proper amount shall
	-)	АТТЕ	NTION		·
Failure to file notice in the appropr					
failure to file the appropriate feder	al notice will not r	esult in a loss of a	n available state e	xemption unless such	exemption is predicated on the
filing of a federal notice.					

(1) Each Unit is comprised of one common share of the Issuer and one half share purchase Warrant. Each whole Warrant is exercisable for a period of one year at a strike price of Cdn. \$3.00 per common share.

Persons who respond to the collection of information contained in this form

are not required to respond unless the form displays a currently valid OMB

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1 of 8

SEC 1972 (5-05)

control number.



- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer,
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Feng, Rui					
Business or Residence Address	•				
1378-200 Granville Street, V			55 : 05		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Duarte, Lou Business or Residence Address	c Number and Str	eet City State 7in Code)			·
Business of Residence Address	5 (Number and Sur	cci, city, state, zip code,			
1378-200 Granville Street, V	ancouver, B.C., Ca				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)			•	
Fong, Cathy	01 : ::	. 0: 0: 0: 0:			·
Business or Residence Addres					
1378-200 Granville Street, V Check Eox(es) that Apply:	'ancouver, B.C., Cı ☐ Promoter	anada V6C 1S4 ☐ Beneficial Owner	Executive Officer	□ Director □	☐ General and/or
		Belleticial Owner	Executive Officer		Managing Partner
Full Name (Last name first, if	individual)				
Yan, Joanne	01 1 10	. 0'. 0 7' 0.1)			
Business or Residence Address	-	•			4
1378-200 Granville Street, V					
Check Eox(es) that Apply:	☐ Promoter ·	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				;
Soo, Grace					
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)			!
1378-200 Granville Street, V			<u>'</u>		
Check Eox(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Lo, Flora					
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)			
1378-200 Granville Street, V					· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				•
Silvercorp Metals Inc.			· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)			
1378-200 Granville Street, V					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)			•	
Business or Residence Addres	ss (Number and Stre	eet, City, State, Zip Code)			
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1. Has the	issuer sold,	or does the	issuer inten	d to sell, to	non-accredi	ited investors	in this offe	ring?				\boxtimes
•	,					lumn 2, if fi						
2 What is	the minimu	ım investme									. \$ <u>no</u>	<u>minimum</u>
2. What is	, 1110 11111111111		711 11 11 11 1 1 1 1 1 1 1 1 1 1 1 1 1	00p						,	Yes	No
3. Does th	e offering p	ermit joint o	wnership o	f a single un	it?							
4. Enter th	ne information	on required	for each pe	rson who ha	s been or w	ill be paid o	r given, dire	ctly or indi	ectly, any o	commission		
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Full Name (L	ast name firs	t, if individua	l)	•		•						
Salman Part	tners (USA),	Inc.										
Business or R	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)			•				
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(2) This broker-dealer did not solicit purchasers in the United States.

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3. Does the offering permit joint ownership of a single unit?											Yes	No
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

⁽²⁾ This broker-dealer did not solicit purchasers in the United States.

P	学院 (OF PROCE	EDS. 4	W.	图》	が一体を記
	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	(
	CAMBIBOO.	Aggn			Amo	ount Already
	Type of Security	Offerin				Sold
	Debt	s	· · ·	\$.		
	Equity	\$		\$.		
	□ Common □ Preferred					
	Convertible Securities (including Warrants)	s	<u> </u>	\$		
	Partnership Interests	\$		S.		
	Other (Specify Units(1))	\$ <u>12,937,5</u> 6				37,500*
	Total	\$ <u>12,937,56</u>	10*	\$.	12,9	37,500*
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	•	•			
			Numbe Investo		Do	Aggregate Har Amount f Purchases
	Accredited Investors					2,937,500*
	Non-accredited Investors			_		-0-
				_		<u>-0-</u> N/A
	Total (for filings under Rule 504 only)	••••••	IVA	_	¥	INIZE
	Answer also in Appendix, Column 4, if filing under ULOE.					
3 .	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the firs sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	t				
	Type of offering		Type of Security		Do	ollar Amount Sold
	Rule 505		N/A		s	
	Regulation A		N/A	_	\$ \$	N/A
	Rule 504		N/A	_	*	N/A
			N/A	_	* <u> </u>	N/A
	Total	—	IVA		J	INA
) .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is no known, furnish an estimate and check the box to the left of the estimate.	:	;			
	Transfer Agent's Fees				\$.	
	Printing and Engraving Costs				\$_	
	Legal Fees	***************************************		X	\$_	6,000*
	Accounting Fees				\$.	
	Engineering Fees				\$_	
	Sales Commissions (specify finders' fees separately)		,	X	\$_	252,000*
	0.4 P (1.4.05)					

(1) Each Unit is comprised of one common share of the Issuer and one half share purchase Warrant. Each whole Warrant is exercisable for a period of one year at a strike price of Cdn. \$3.00 per common share.

*Cdn\$

\$ 258,000*

	b. Enter the difference between the aggregation 1 and total expenses furnished in rest the "adjusted gross proceeds to the issuer."	ponse to Part C - Question 4.a. Tl	his differe	nce is		\$ <u>12,679,500*</u>
5.	Indicate below the amount of the adjusted groused for each of the purposes shown. If the estimate and check the box to the left of the est the adjusted gross proceeds to the issuer set for	amount for any purpose is not known imate. The total of the payments limited and the payments limited in the payment in the payment limited in the payment	own, furn isted must	ish an equal		
				Payment Officer Director Affiliat	rs, ·s &	Payments to Others
	Salaries and Fees		🗖	\$	a	\$
	Purchase of real estate		🗅	\$		\$
	Purchase, rental or leasing and installation of ma	chinery and equipment	🗆	\$	□	\$
	Construction or lease of plant buildings and facil	ities	🗖	\$	□	\$
	Acquisition of other businesses (including the va offering that may be used in exchange for the ass	sets or securities of another	· 🗆			
	issuer pursuant to a merger)			\$ \$		\$
	Repayment of indebtedness			\$ \$	 X	\$ 12,679,500*
	Working capital (3) Other (specify)			Φ		3 12,077,500
				s		\$
	Column Totals		_	\$ <u></u>		\$12,679,500*
î X	Total Payments Listed (column totals added)	D. FEDERAL SIGNATURE			1 \$ 12,679,	····
signatu	suer has duly caused this notice to be signed by the constitutes an undertaking by the issuer to fur ation furnished by the issuer to any non-accredited	he undersigned duly authorized penish to the U.S. Securities and Ex	erson. If xchange (this notice is Commission,	; filed under R	ule 505, the following
Issue	r (Print or Type)	Signature		1		Date
	Pacific Metals Corp.	01	<u></u>	<u> </u>	· 	May 29,20
Nam	e of Signer (Print or Type)	Title of Signer (Print or	r Type)			
Flor	a Lo ·	Corporate Secretary	· 			s_1=
		,	٠.			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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